UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APF	ROVAL
OMB Number:	3235-0076
Expires:	
Caller at a discour	

Estimated average burden hours per response. 16.00

SEC	USE ONLY	_
Prefix	Serial	
DAT	RECEIVED	
	1	

FORM D NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR**

CONFORM LIMITED OFFERING EACH	TITON
Name of Offering (check if this is an amendment and name has changed, and indicate change.)	
Offering of Shares of Common Stock	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE
Type of Filing:	
A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	
ColdLight Solutions, Inc.	06031804
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
10 Hamilton Circle, Philadelphia, Pennsylvania 19130	877.493.7186
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business	
Software product development.	~
	PPOO
Type of Business Organization ☐ limited partnership, already formed ☐ other	(please specify):
✓ corporation	(piease specify).
	26 300 DEP 26 300
Month Year Actual or Estimated Date of Incorporation or Organization: [7] 5 [7] 6 [7] Actual [7] Est	imated M
Actual or Estimated Date of Incorporation or Organization: [OIS] [OI6] Actual [Est Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for Sta	te: FINANSON
CN for Canada; FN for other foreign jurisdiction)	imated HOMSON te: PA
GENERAL INSTRUCTIONS	

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer. Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(es) that Apply: ✓ Director ✓ Promoter Beneficial Owner Executive Officer General and/or Managing Partner Full Name (Last name first, if individual) Caplan, Ryan Business or Residence Address (Number and Street, City, State, Zip Code) 10 Hamilton Circle, Philadelphia, Pennsylvania 19130 Check Box(es) that Apply: ✓ Promoter Beneficial Owner Executive Officer General and/or Director Managing Partner Full Name (Last name first, if individual) Sutton, Andrea Business or Residence Address (Number and Street, City, State, Zip Code) 10 Hamilton Circle, Philadelphia, Pennsylvania 19130 Check Box(es) that Apply: ☐ Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Beneficial Owner Executive Officer Promoter ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Promoter Check Box(es) that Apply: Beneficial Owner Executive Officer ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) General and/or Check Box(es) that Apply: ☐ Promoter Beneficial Owner Executive Officer Director Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Beneficial Owner Executive Officer Promoter General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)

					В.]	NFORMAI	TON ABOI	TOFFER	ING.	10		148	
I. Ha	as the	issuer sol	d, or does t	he issuer i	ntend to se	ell, to non-	accredited	investors i	n this offer	ing?	•••••	Yes ∑	No
						n Appendix				-			- Committee
2. W	hat is	the minin	num investr	nent that v	vill be acce	epted from	any indivi	iual?				\$_ ¹⁰	,000.00
				_								Yes	No
cor If a	mmis a pers states	sion or sin on to be lis , list the n	nilar remune sted is an as	eration for a sociated pe proker or d	solicitatior erson or ag ealer. If m	of purchas ent of a bro ore than fiv	ers in conn ker or deale e (5) perso	ection with er registere ns to be list	sales of se d with the S ted are asso	curities in (SEC and/or	lirectly, any he offering with a state sons of such		
Full Na	ame (I	Last name	first, if ind	ividual)									
Busines	ss or l	Residence	Address (N	lumber and	d Street, C	ity, State, 2	Zip Code)	•	· - · · · · · · · · · · · · · · · · · · 				
Name o	f Ass	ociated B	roker or De	aler	····								
States i	n Wh	ich Persor	Listed Ha	s Solicited	or Intends	to Solicit	Purchasers						
(Cl	heck '	'All State	s" or check	individual	States)					••••••		☐ Al	I States
A II M R	T	AK IN NE SC	IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	ME NY VT	MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	ID MO PA PR
Full Na	me (L	ast name	first, if ind	ividual)		, , , , ,					,	. 44	
Busines	s or	Residence	Address (1	Number an	d Street, C	City, State,	Zip Code)						
Name o	f Ass	ociated Br	oker or De	aler									
States in	n Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers						
(Cł	heck'	'All States	or check	individual	States)		***************************************			•••••••	••••••••	☐ Al	l States
AI II M	T	AK IN NE SC	IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	ID MO PA PR
Full Na	me (L	ast name	first, if indi	vidual)				,					
Busines	s or	Residence	Address (1	Number an	d Street, C	ity, State, 2	Zip Code)						
Name o	f Ass	ociated Br	oker or De	aler									
States in	n Whi	ch Person	Listed Has	Solicited	or Intends	to Solicit l	Purchasers				-	<u>.</u>	
(Ch	neck "	'All States	" or check	individual	States)							☐ All	l States
AI IL Mi	<u>. </u>	AK IN NE SC	AZ IA ÑV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	ID MO PA PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		Amount Already
	Type of Security	Offering Price	Sold
	Debt	\$	\$
	Equity	\$_500,000.00	\$_110,000.00
	☑ Common ☐ Preferred		
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests	\$	
	Other (Specify)	\$	\$
	Total	\$ 500,000.00	\$_110,000.00
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
		Number Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors		\$ 35,000.00
	Non-accredited Investors		\$_75,000.00
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.		
	Type of Offering	Type of Security	Dollar Amount Sold
	Rule 505		\$
	Regulation A		\$
	Rule 504		\$
	Total		\$_0.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		•
	Transfer Agent's Fees		\$
	Printing and Engraving Costs		\$
	Legal Fees	Z	\$ 20,000.00
	Accounting Fees		\$
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)		\$
	Other Expenses (identify) Filing Fees	_	\$ 3,000.00
	Total		\$ 23,000.00

	C. OFFERING PRICE, NUMB	ER OF INVESTORS, EXPENSES AND USE OF F	ROCEEDS	
	b. Enter the difference between the aggregate offering and total expenses furnished in response to Part C — C proceeds to the issuer."	Question 4.a. This difference is the "adjusted gross		\$477,000.00
5.	Indicate below the amount of the adjusted gross proceach of the purposes shown. If the amount for any check the box to the left of the estimate. The total of the proceeds to the issuer set forth in response to Part 6	purpose is not known, furnish an estimate and the payments listed must equal the adjusted gross		
			Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees	-		
	Purchase of real estate	[\$. D\$
	Purchase, rental or leasing and installation of mach and equipment	inery	¬ €	г ς
	Construction or leasing of plant buildings and facil	•	_	
	Acquisition of other businesses (including the value offering that may be used in exchange for the assets	e of securities involved in this s or securities of another		
	issuer pursuant to a merger)	-	-	
	Repayment of indebtedness	-		_
	Working capital	[\$
	Other (specify): Development of prototype and m	larketing.] \$	✓ \$ <u>477,000.00</u>
		[<u></u> \$
	Column Totals		\$_0.00	✓ \$ 477,000.00
	Total Payments Listed (column totals added)			77,000.00
		D. FEDERAL SIGNATURE		ing the state of t
sig	rissuer has duly caused this notice to be signed by the unature constitutes an undertaking by the issuer to furnitinformation furnished by the issuer to any non-accre	ndersigned duly authorized person. If this notice ish to the U.S. Securities and Exchange Commis	is filed under Ru sion, upon writte	le 505, the following
Issi	ner (Print or Type)		Date	
Co	ldLight Solutions, Inc.	Jya The	9/12/0	4

Is С Name of Signer (Print or Type) Title of Signer (Print or Type) Ryan Caplan President and CEO

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE		
esently subject to any of the disqualification	Yes	No
		X

1. Is any party described in 17 CFR 230.262 pro provisions of such rule?

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
ColdLight Solutions, Inc.	J'A	9/12/06
Name (Print or Type)	Title (Print or Type)	
Ryan Caplan	President and CEO	

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	2		3			5 Disqualification under State ULO			
	to non-a investor	I to sell occredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)				
State	Yes	No	Shares of Common Stock	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL		х	N/A	0	\$0.00	0	\$0.00		×
AK		×	N/A	0	\$0.00	0	\$0.00		×
AZ		×	N/A	0	\$0.00	0	\$0.00	***************************************	×
AR		×	N/A	0	\$0.00	0	\$0.00		×
CA	×		\$500,000.00	0	\$0.00	0	\$0.00		×
СО		×	N/A	0	\$0.00	0	\$0.00		×
СТ		×	N/A	0	\$0.00	0	\$0.00		×
DE	×		\$500,000.00	0	\$0.00	1	\$75,000.00		×
DC		×	N/A	0	\$0.00	0	\$0.00		×
FL		×	N/A	0	\$0.00	0	\$0.00		×
GA	×		\$500,000.00	0	\$0.00	0	\$0.00		×
ні		*	N/A	0	\$0.00	0	\$0.00		×
ID		×	N/A	0	\$0.00	0	\$0.00		×
IL		×	N/A	0	\$0.00	0	\$0.00		×
IN		×	N/A	0	\$0.00	0	\$0.00		×
IA	,,,,,	×	N/A	0	\$0.00	0	\$0.00		×
KS		×	N/A	0	\$0.00	0	\$0.00		×
KY		×	N/A	0	\$0.00	0	\$0.00		×
LA	****	×	N/A	0	\$0.00	0	\$0.00		×
МЕ		×	N/A	0	\$0.00	0	\$0.00		×
MD		×	\$500,000.00	2	\$35,000.00	0	\$0.00		×
MA		×	N/A	0	\$0.00	0	\$0.00		×
MI		×	N/A	0	\$0.00	0	\$0.00		×
MN		×	N/A	0	\$0.00	0	\$0.00		×
MS		×	N/A	0	\$0.00	0	\$0.00		×

APPENDIX

1	2 3				4				
	to non-a	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)				
State	Yes	No	Shares of Common Stock	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
МО		×	N/A	0	\$0.00	0	\$0.00		×
MT		×	N/A	0	\$0.00	0	\$0.00		×
NE		×	N/A	0	\$0.00	0	\$0.00		×
NV		×	N/A	0	\$0.00	0	\$0.00		×
NH		×	N/A	0	\$0.00	0	\$0.00		×
NJ	×		\$500,000.00	0	\$0.00	0	\$0.00		×
NM		×	N/A	0	\$0.00	0	\$0.00		×
NY		×	N/A	0	\$0.00	0	\$0.00		×
NC		×	N/A	0	\$0.00	0	\$0.00		×
ND.		×	N/A	0	\$0.00	0	\$0.00		X
ОН		×	N/A	0	\$0.00	0	\$0.00		×
OK		×	N/A	0	\$0.00	0	\$0.00		×
OR		×	N/A	0	\$0.00	0	\$0.00		×
PA	×		\$500,000.00	0	\$0.00	0	\$0.00		×
RI		×	N/A	0	\$0.00	0	\$0.00		×
SC		×	N/A	0	\$0.00	0	\$0.00		×
SD		×	N/A	0	\$0.00	0	\$0.00		×
TN		×	N/A	0	\$0.00	0	\$0.00		×
TX		×	N/A	0	\$0.00	0	\$0.00		×
UT		×	N/A	0	\$0.00	0	\$0.00		×
VT		×	N/A	0	\$0.00	0	\$0.00		×
VA		×	N/A	0	\$0.00	0	\$0.00		×
WA		×	N/A	0	\$0.00	0	\$0.00		×
wv		×	N/A	0	\$0.00	0	\$0.00		×
WI		×	N/A	0	\$0.00	0	\$0.00		х

		1.14		APP	ENDIX		eritaya sa sa	. (43		
1	2 3				4					
	to non-a investor	I to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)			Disqualification under State ULOI (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No	Shans of Common Stock	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
WY		×	N/A	0	\$0.00	0	\$0.00		×	
PR		×	N/A	0	\$0.00	0	\$0.00		×	